

GRAYSON BRUNS H
Form 4
June 02, 2011

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GRAYSON BRUNS H

2. Issuer Name and Ticker or Trading Symbol
ACTIVE NETWORK INC [ACTV]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ABS VENTURES, 950 WINTER STREET, SUITE 2600

3. Date of Earliest Transaction (Month/Day/Year)
05/31/2011

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WALTHAM, MA 02451

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	05/31/2011		C		3,991	A	Ⓣ 3,991	ABS Investors L.L.C. (2)
Common Stock	05/31/2011		C		10,058	A	Ⓣ 14,049	ABS Investors L.L.C. (2)
Common Stock	05/31/2011		C		1,424,946	A	Ⓣ 1,424,946	ABS Ventures IX, L.P. (3)
Common Stock	05/31/2011		C		358,865	A	Ⓣ 510,907	ABS Ventures

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Common Stock	05/31/2011		C	942,482	A	<u>(1)</u>	1,453,389	I	VI L.L.C. <u>(4)</u> ABS Ventures VI, L.L.C. <u>(4)</u>
Common Stock	05/31/2011		C	315,920	A	<u>(1)</u>	1,769,309	I	ABS Ventures VI, L.L.C. <u>(4)</u>
Common Stock	05/31/2011		C	745,188	A	<u>(1)</u>	2,514,497	I	ABS Ventures VI, L.L.C. <u>(4)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Number of Shares
Series B-5 Preferred Stock	<u>(1)</u>	05/31/2011		C	62,857	<u>(1)</u> <u>(1)</u>	Common Stock 62,857
Series B-6 Preferred Stock	<u>(1)</u>	05/31/2011		C	158,407	<u>(1)</u> <u>(1)</u>	Common Stock 158,407
Series E Preferred Stock	<u>(1)</u>	05/31/2011		C	1,424,946	<u>(1)</u> <u>(1)</u>	Common Stock 1,424,946
Series B-5 Preferred	<u>(1)</u>	05/31/2011		C	5,651,429	<u>(1)</u> <u>(1)</u>	Common Stock 5,651,429

Stock

Series

Series	Conversion Date	Class	Shares	Conversion Ratio	Conversion Ratio	Common Stock	Shares
B-6 Preferred Stock	(1) 05/31/2011	C	14,842,240	(1)	(1)	Common Stock	14,842,240
Series C Preferred Stock	(1) 05/31/2011	C	4,975,124	(1)	(1)	Common Stock	4,975,124
Series D Preferred Stock	(1) 05/31/2011	C	745,188	(1)	(1)	Common Stock	745,188

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRAYSON BRUNS H ABS VENTURES 950 WINTER STREET, SUITE 2600 WALTHAM, MA 02451		X		

Signatures

/s/ Kourosh Vossoughi,
Attorney-in-fact

06/02/2011

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Immediately prior to the closing of the initial public offering of the Issuer's Common Stock the reported shares of Preferred Stock were converted to Common Stock based on the conversion ratio as set forth in the Issuer's Certificate of Incorporation.
- (2) Mr. Grayson is the managing member of ABS Investors L.L.C. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (3) Mr. Grayson is the managing member of Calvert Capital V LLC which is the general partner of ABS Ventures IX, L.P. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.
- (4) Mr. Grayson is the managing member of Calvert Capital IV LLC the general partner of ABS Ventures VI, L.P. which is the sole member of ABS Ventures VI, L.L.C. and has voting and dispositive power with respect to these shares. Mr. Grayson disclaims beneficial ownership except to the extent of his pecuniary interest therein.

Remarks:

Exhibit Index

Exhibit 24 - Power of Attorney

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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